



APPROVED MINUTES

Upper Valley Food Co-op | Board of Directors Minutes
August 24th, 2021, 6pm | Videocall via Zoom
193 North Main Street | White River Junction, VT 05001+

Directors present: Cat Buxton, Rio Pires, Tina Barney, Debbie Diegoli, Kye Cochran, Kerry Rosenthal, Elizabeth Feinberg, Zea Luce, Sam Cronin, Carrie Kocik

Directors absent: Johanna Miranda

GMT present: Sue Miller, Norm McMullen

Members present: Pamela Perkins, Kate Rohdenburg

Guests present: Jenny Voelker

Facilitator: Kerry Rosenthal

Recorder: Larissa Sharff

PROCEEDINGS

Open meeting begins at 6:02pm. Called to order by Kerry Rosenthal.

1. Agenda & Announcements

- Kerry gave a quick welcome to the three board candidates attending the meeting, and asked that they introduce themselves.
- Reading of the Ends
- Board Emails: none
- Member Comments: none
- Agenda Amendment: Nom Com check-in will be moved to the end of the meeting.
- Announcements: A number of people were sick or uncomfortable meeting in person, so we decided to meet via zoom.
- Board Connection: The board and GMT took ten minutes for everyone to check-in about how they're doing personally.

2. Meeting Minutes

- July Meeting Minutes
 - Change: none
 - **Approved by CONSENSUS**

3. New Business from the GMT

- Financials
 - The financials are looking at June, which is the end of the fiscal year. So the graphs have the entire past year. We also secured new 5-year leases with our two tenants, Vital Communities and Court Diversion. That's a great security for us as a source of revenue.
- Credit Card Machine
 - In the next few weeks we'll be updating our machines to accept chips and Apple Pay.
- Masks
 - Optional masks only lasted a short time before we had to switch back to required masks. There hasn't been much pushback against this.
- Volunteering
 - Kye brought up that she's gotten lots of questions about members wanting to volunteer at the store. It's in the works but there are logistics to figure out.

4. Policy Governance

- Ends Policy:
 - Zea lead a discussion of the policy and monitoring.

- Sue commented that she didn't put in the usual 5-year comparison because of the effects of the pandemic. She focused instead on the relationship between sales and budget.
- Sue emphasized the discounts that we give back, totaling to well more than \$100,000. Norm pointed out how incredibly popular the 10-for-10 program is and how much money we give back through that program alone. The board lauded that this program is an immediate return.
- **Approved by CONSENSUS**
- M4 Monitoring GM Performance:
 - Elizabeth lead a review and discussion of the policy.
 - Comments: none
- **Approved by CONSENSUS**

5. New Business for the Board

- Harvest Celebration Check-in
 - In the GMT report, Sue indicated that she'd prefer to do a virtual Annual Meeting. An argument was made for doing it in person, or planning for either option. But after a longer discussion, the board decided that it would be too much to ask for Sue and Larissa to plan two types of events simultaneously. So we will only plan for a virtual meeting, which we can definitely do, as opposed to an in-person meeting, which we might not be able to do. Tina offered that, if the Covid numbers go down, we could have a separate, smaller, in-person event around the same time.
 - Discussion was had about drawing in more members to this event.
 - Raffle prizes: Carrie got a donation from Stoneyfield. Kye is donating two chestnut trees. Sam is donating a sound meditation. Cat is donating a Compost Doctor session. Tina will donate a quilt. Debbie will get something from Chelsea Green Publishing.
- Policy Change Proposal
 - At our last meeting we discovered that there was no policy item about digital files for recordkeeping. Cat was assigned to look into this. She was also looking into using the lens of Diversity, Equity, and Inclusion when reviewing our policies. She will send out her recommendations for everyone to read, and it will be put up for a vote at the next meeting.
- Darnell Adams' Services
 - Cat spoke with Darnell Adams, based out of Massachusetts. Darnell said that she is capable of leading a virtual discussion, but she would prefer to do an in-person discussion. The earliest she's available is mid-October. Cat will soon get an estimate of cost for her services. Darnell asked Cat to ask the board what we're hoping to get from our discussion lead by her. There's no firm decision to be made tonight, so Cat will check-in again next month.
- Board Self-Evaluation Results
 - Tina thanked everyone for trying out something new. There was a general approval of the new evaluation.
 - There seemed to be a plea for having mentors for new board members. People seemed to find CBLd101 an informative experience.
 - There were comments about keeping virtual meetings for the winter months when weather is questionable.
 - It was asked whether it would be useful to ask Michael Healy to review the new self-evaluation survey and see what feedback he might have.
- Nominating Committee Check-in
 - The three board candidates were asked to leave for this part of the meeting. Pamela and Kate are members. Jenny will be contacted about that requirement. Debbie will send out the applications to the board so everyone can send any questions for them to the Nom Com. Their details need to be sent to Sue in the next two weeks.
 - Larissa brought up that the question about Education feels non-inclusive when there's a separate question asking what skills and experience they could bring to the board. The Nom Com will look into this.

6. Assignments

- G4: Carrie
- EL5: Sam
- Kerry: email Michael for a September conversation
- Cat: continue with Darnell check-in and policy change

7. Takeaways

- Zea: I'm really pleased to have had three candidates join us tonight.
- Elizabeth: I'm really excited about our process for the Harvest Celebration decision making.
- Debbie: I want to say again I appreciate everyone's hard work. Our new self-evaluation process I thought was really good and more relevant to our board.
- Kerry: I am feeling appreciative of all the work that Sue and Norm did to give us the Ends this year, especially in the year it's been.
- Rio: The meeting was well-structured and the discussion was fantastic. Sue and Norm have done a fantastic job at what they're doing, and credit to Tina for her survey. Thank you to Cat for your initiative on the raffle.
- Tina: Thank you to everyone for doing the evaluation and being kind about it. I like the suggestion of Michael Healy's feedback.
- Sam: I'd say this meeting was well-run and we got to everything we needed to and our communication is great. I'm looking forward to spicing things up in future meetings with silly questions.
- Cat: This was a great meeting with a great GMT report and Ends. I loved the discussion around virtual versus in-person meetings.
- Kye: Everybody's already said what I would say.
- Carrie: I agree with Kye, everyone took mine. I appreciate the way this group handles tough discussions.
- Sue: I say the same thing every month, but I am extremely grateful for the support of the board and our entire co-op community.
- Norm: So this is a big one, and I want to once more congratulate Sue on her hard work monitoring the Ends.
- Jenny: This was very impressive. I've never seen a board meeting run like this, and having automatic participation of takeaways is a great element.
- Kate: The whole meeting and the way you frame your work together is so focused on the Ends policy, and has created such a beautiful platform for this meeting.
- Pamela: The authenticity of the group and your whole way of working together, I really appreciate. I got a better understanding of what stands behind my shopping experience.

8. General Session Adjourned 8:15pm